## ARTICLES OF INCORPORATION



**OF** 

# THE PROTECT OUR COMMUNITIES FOUNDATION A California Nonprofit Public Benefit Corporation

I.

#### **NAME**

The name of this corporation is The Protect Our Communities Foundation.

II.

## **PURPOSE**

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes.
- B. This corporation is organized exclusively for charitable, educational and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose of this corporation shall be to receive, acquire, hold, manage, administer and expend property and funds in furtherance of the aforesaid purposes, as the board of directors of this corporation shall from time to time determine, including, but not limited to, the promotion of a safe, reliable, economical, renewable and environmentally responsible energy future, and by initiating and maintaining programs in support of the same; and to assist and support, within the discretion of the board of directors, institutions, organizations, associations, trusts, governmental entities and undertakings organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

III.

## AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this corporation's initial agent for service of process is:

Denis Trafecanty 22304 Hwy 79 Santa Ysabel, CA 92070

IV.

#### **BOARD OF DIRECTORS**

The affairs of the corporation shall be under the direction of a board of directors. The number, terms of office, manner of election or appointment and qualifications of the directors shall be as set forth in the bylaws of the corporation.

V.

## TAX-EXEMPT STATUS

- A. This corporation is organized and operated exclusively for charitable, educational and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to any members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code, or any individual.
- C. No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including publishing or distributing statements in) any political campaign on behalf of any candidate for public office.
- D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

VI.

#### IRREVOCABLE DEDICATION OF PROPERTY

- A. The property of this corporation is irrevocably dedicated to charitable, educational and public purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- B. Upon the dissolution and winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts, obligations and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or public purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

VII.

## **ELIMINATION OF LIABILITY**

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

#### VIII.

# **INDEMNIFICATION**

The corporation is authorized to provide indemnification of agents (as defined in Section 5238 of the California Corporations Code) for breach of duty to the corporation through bylaw provisions or through agreements with agents, or both, to the extent permitted by Section 5238 of the California Corporations Code.

IX.

## INTERNAL REVENUE CODE

All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding sections of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of The Protect Our Communities Foundation, has executed these Articles of Incorporation on February 11, 2009.

Jon P. Schimmer, Incorporator